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12/1/06

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13 *Special (Nevada) Counsel for the Official Committee of Equity Security Holders of*  
 14 *USA Capital First Trust Deed Fund, LLC*

15 **UNITED STATES BANKRUPTCY COURT**  
 16 **DISTRICT OF NEVADA**

17 In re: ) BK-S-06-10725-LBR  
 18 USA COMMERCIAL MORTGAGE COMPANY ) Chapter 11  
 19 Debtor. )

20 In re: ) BK-S-06-10726-LBR  
 21 USA CAPITAL REALTY ADVISORS, LLC, ) Chapter 11  
 22 Debtor. )

23 In re: ) BK-S-06-10727-LBR  
 24 USA CAPITAL DIVERSIFIED TRUST DEED FUND, LLC, ) Chapter 11  
 25 Debtor )

26 In re: ) BK-S-06-10728-LBR  
 27 USA CAPITAL FIRST TRUST DEED FUND, LLC, ) Chapter 11  
 28 Debtor )

In re: ) BK-S-06-10729-LBR  
 USA SECURITIES, LLC, ) Chapter 11  
 Debtor )

Affects: )

- ☐ All Debtors )  
☐ USA Commercial Mortgage Co. )  
☐ USA Securities, LLC )  
☐ USA Capital Realty Advisors, LLC )  
☐ USA Capital Diversified Trust Deed )  
☒ USA First Trust Deed Fund, LLC )

DATE: June 5, 2006  
 TIME: 9:30 a.m.

**DECLARATION OF SHAWN MILLER, ESQ. AND THIRD SUPPLEMENTAL**  
**STATEMENT OF DISINTERESTEDNESS IN SUPPORT OF APPLICATION FOR ORDER**  
**APPOINTING SHEA & CARLYON, LTD. AS SPECIAL (NEVADA) COUNSEL FOR THE**  
**OFFICIAL COMMITTEE OF EQUITY SECURITY HOLDERS OF USA CAPITAL FIRST**  
**TRUST DEED FUND, LLC**

1 I, Shawn Miller, Esq., hereby declare and state as follows:

2 1. The following facts are personally known to me and if called to testify thereto,  
3 I could and would do so, under oath.

4 2. I make this Declaration and Third Supplemental Statement of  
5 Disinterestedness ("Declaration") in support of the Application (the "Application") for Order  
6 Appointing Shea & Carlyon, Ltd. ["Shea & Carlyon"] as Special (Nevada) Counsel for the  
7 Official Committee of Equity Security Holders of USA Capital First Trust Deed Fund, LLC  
8 (the "FTDF Committee"), which Application the Court granted by an Order entered on June  
9 20, 2006 (docket #739).

10 3. To the best of my knowledge, and based upon the Third Supplemental  
11 Statement of Disinterestedness herein, neither Shea & Carlyon, nor any of its shareholders  
12 have any present connection with the any of the official committees appointed in the USA  
13 cases, the debtors, any creditors of the estate, any party in interest, their attorneys or  
14 accountants, the United States Trustee and any person employed in the office of the United  
15 States Trustee other than those described in the Application, in both the initial and  
16 supplemental Declarations of James Patrick Shea, Esq. in support thereof (docket #s 304 and  
17 1180, respectively), in the Declaration of Candace C. Carlyon, Esq. and Second Supplemental  
18 Statement of Disinterestedness in support thereof (docket #1742), and in this Declaration.

19 4. With respect to Shea & Carlyon's involvement with, or representation of, the  
20 FTDF Committee in this Bankruptcy Case, Shea & Carlyon hereby discloses the following  
21 connections and developments that have been discovered in the course of its involvement in  
22 the USA cases:

1 Shea & Carlyon has a client for which it performs substantial work in regard to  
2 unrelated matters (the "Potential Bidder") who is a potential bidder in this  
3 matter.  
4

5 5. In order to avoid even the appearance of impropriety or undue influence with  
6 respect to the Auction proceedings, Shea & Carlyon, has implemented the following internal  
7 procedures:

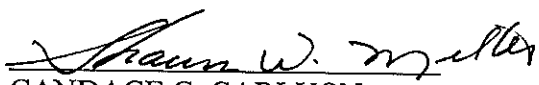
- 8 a. Shea & Carlyon will not engage in any communications with the  
9 Potential Bidder regarding any aspect of the USA cases.  
10 b. Shea & Carlyon will not make any recommendations to the FTDF  
11 Committee with respect to either the qualification or the selection of a  
12 particular bidder.  
13

14 6. Shea & Carlyon will continue to be involved in other aspects of the Auction  
15 proceedings, as well as the proceedings relating to the confirmation of the Third Amended  
16 Joint Chapter 11 Plan of Reorganization.  
17

18 7. To the best of my knowledge, I declare under penalty of perjury that the  
19 foregoing is true and correct.

20 DATED this 1<sup>st</sup> day of December, 2006.  
21

22 SHEA & CARLYON, LTD.

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